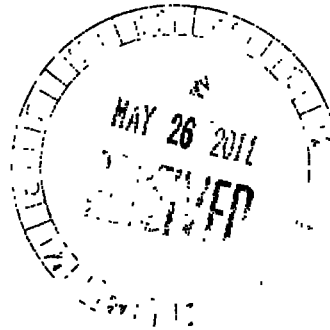


MAY 23 11 -2 20 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

May 24, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated March 31, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	2M Resources Inc.
	One O'Hare Centre		450 Saint-Michel St
	6250 N River Road, Suite 5000		Saint-Jean-sur-Richelieu
	Rosemont, IL 60018		QC, Canada J3B 1T4

A description of the railroad equipment covered by the enclosed document is for ten (10) hopper cars: having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Senior Documentation Specialist

Enclosure

(TWME002)

ASSGN. NO.: TWME002

MAY 28 '11 -2 20 PM

MEMORANDUM OF LEASE  
RIDER NO. 2

SOUTHERN TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of March 31, 2010 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and 2M Ressources Inc., a Quebec corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of March 8, 2010 (the "Lease") and Rider No. 2 thereto dated as of March 31, 2010 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

## LESSOR:

FIRST UNION RAIL CORPORATION

Name: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

Title:

Signature: Richard F. Seymour

## LESSEE:

2M RESSOURCES INC.

Name: Michel MarguisTitle: PrésidentSignature: [Signature]

## **RIDER NO. 2**

### **EXHIBIT A to MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Ten (10).

**DESCRIPTION OF CARS:** 4750 cu. ft. covered hopper cars, with a total weight on rail of 263,000 lbs., suitable for loading crushed glass equipped with trough hatches and gravity gates.

**CAR NUMBERS:**

FURX	839486
NDYX	475043
NDYX	475300
NDYX	475308
NDYX	475311
NDYX	475321
NDYX	475323
NDYX	475324
NDYX	475325
NDYX	475472